

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) **June 26, 2013**

TEMPUR SEALY INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-31922
(Commission File Number)

33-1022198
(I.R.S. Employer Identification No.)

1000 Tempur Way
Lexington, Kentucky 40511
(Address of principal executive offices) (Zip Code)

(800) 878-8889
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01. Regulation FD Disclosure

On June 26, 2013, Tempur Sealy International, Inc. (the "Company") will present at the Oppenheimer Conference (the "Conference"). Attached as Exhibit 99.1 to this report and furnished under this Item 7.01 are copies of slides used by the Company at the Conference.

The information in this report (including Exhibit 99.1) shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
99.1	Tempur Sealy International, Inc. Investor Presentation

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
99.1	Tempur Sealy International, Inc. Investor Presentation

TEMPUR+SEALY

Tempur Sealy International, Inc.

Oppenheimer Consumer Conference

June 26, 2013

Forward-Looking Statements

This investor presentation contains "forward-looking statements," within the meaning of federal securities laws, which include information concerning one or more of the objectives, goals, strategies, and other information of Tempur Sealy International, Inc. (the "Company") that is not historical information. When used in this investor presentation, the words "estimates," "expects," "anticipates," "projects," "plans," "intends," "believes," and variations of such words or similar expressions are intended to identify forward-looking statements. These forward-looking statements include, without limitation, statements relating to the Company's expectations regarding the opportunities and strengths of the combined company, anticipated cost and revenue synergies, and the strategic rationale for the combination with Sealy Corporation ("Sealy"), including expectations regarding product offerings, growth opportunities, value creation, and financial strength. All forward looking statements are based upon current expectations and beliefs and various assumptions. There can be no assurance that the Company will realize these expectations or that these beliefs will prove correct.

Numerous factors, many of which are beyond the Company's control, could cause actual results to differ materially from those expressed as forward-looking statements. These risk factors include risks associated with the Company's new capital structure and increased debt level; the ability to successfully integrate Sealy into the Company's operations and realize cost and revenue synergies and other benefits from the transaction; general economic, financial and industry conditions, particularly in the retail sector, as well as consumer confidence and the availability of consumer financing; changes in interest rates; uncertainties arising from global events; the effects of changes in foreign exchange rates on the Company's reported earnings; consumer acceptance of the Company's products; industry competition; the efficiency and effectiveness of the Company's advertising campaigns and other marketing programs; the Company's ability to increase sales productivity within existing retail accounts and to further penetrate the Company's retail channel, including the timing of opening or expanding within large retail accounts; the Company's ability to expand brand awareness, distribution and new products; the Company's ability to continuously improve and expand its product line, maintain efficient, timely and cost-effective production and delivery of its products, and manage its growth; the effects of strategic investments on the Company's operations; changes in foreign tax rates and changes in tax laws generally, including the ability to utilize tax loss carry forwards; the outcome of various pending tax audits or other tax proceedings; changing commodity costs; the risk that the Company's final purchase price allocation relating to the Sealy acquisition could be significantly different from the Company's initial estimated purchase price allocation; and the effect of future legislative or regulatory changes.

Additional information concerning these and other risks and uncertainties are discussed in the Company's filings with the Securities and Exchange Commission, including without limitation in the Company's annual report on Form 10-K and quarterly report on Form 10-Q for the 2013 first quarter, under the headings "Special Note Regarding Forward-Looking Statements" and/or "Risk Factors." Any forward-looking statement speaks only as of the date on which it is made, and the Company undertakes no obligation to update any forward-looking statements for any reason, including to reflect events or circumstances after the date on which such statements are made or to reflect the occurrence of anticipated or unanticipated events or circumstances.

Note Regarding Trademarks, Trade Names and Service Marks: *Tempur, Tempur-Pedic, TEMPUR-Cloud Collection, TEMPUR-Cloud Select, TEMPUR-Cloud Supreme, TEMPUR-Cloud Supreme Breeze, TEMPUR-Cloud Luxe, TEMPUR-Cloud Allura, TEMPUR-Cloud Luxe Breeze, TEMPUR-Choice Collection, TEMPUR-Choice Supreme, TEMPUR-Choice Luxe, TEMPUR-Weightless Collection, TEMPUR-Weightless Select, TEMPUR-Weightless Supreme, TEMPUR-Contour Collection, TEMPUR-Contour, TEMPUR-Contour Select, TEMPUR-Contour Signature, TEMPUR-Rhapsody, TEMPUR-Rhapsody Breeze, TEMPUR-Allura, GrandBed, TEMPUR-Simplicity Collection, TEMPUR Original Collection, TEMPUR Sensation Collection, TEMPUR-Ergo Advanced System, TEMPUR-Ergo Premier, TEMPUR-Cloud Pillow, TEMPUR-Neck Pillow, TEMPUR-Symphony Pillow, TEMPUR-Comfort Pillow, TEMPUR-Rhapsody Pillow, TEMPUR-Traditional Pillow, Sealy, Sealy Posturepedic, Stearns & Foster, and Optimum are trademarks, trade names or service marks of Tempur Sealy International, Inc. and its subsidiaries. All other trademarks, trade names and service marks in this presentation are the property of the respective owners.*

Best of Both

Iconic Brands and Complementary Products to Reach

- ✓ More Consumers
- ✓ More Channels
- ✓ With More Technologies

...“Best of Both”



Strong, Established Management Team

Name	Position	Prior Experience	Prior Experience		Years with Tempur or Sealy
			Consumer Products	Inter'l	
Mark Sarvary	President and CEO	President, Campbell Soup North America CEO, J. Crew Group President, Stouffer's Frozen Food Division at Nestle	√	√	5
David Montgomery	EVP and President, International	President, Rubbermaid Europe VP, Black & Decker Europe, Middle East, Africa	√	√	10
Larry Rogers	CEO of Sealy	President and CEO, Sealy Corporation President, Sealy North America President, Sealy International	√	√	33
Dale Williams	EVP and CFO	CFO, Honeywell Control Products CFO, Saga Systems CFO, GE Information Systems	√	√	10
Tim Yaggi	COO	Group President, Masco Corporation EVP, Whirlpool Corporation Norelco (Philips)	√	√	Joined 2013

Strategic Benefits of Combination

◆ Comprehensive Portfolio of Iconic Brands

- The most iconic and globally recognized brands in the industry
- Strong brand recognition across North America, South America, Europe, Asia, and Australia

◆ Complementary Product Offering

- Products for almost every consumer preference and price point
- Tempur-Pedic's visco-elastic mattresses, adjustable bases and pillows
- Sealy's innerspring and hybrid mattresses
- Ability to leverage R&D to develop innovative new products

◆ Truly Global Footprint

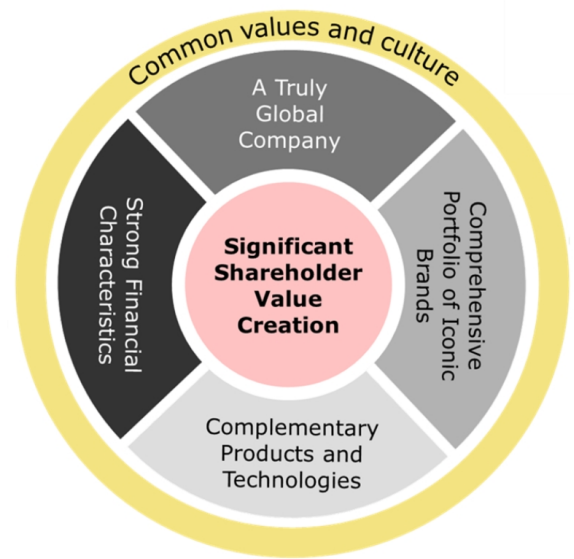
- Tempur-Pedic: Strong presence in North America, Europe, and Asia
- Sealy: Well represented in U.S., Canada, Mexico, Argentina, and Asia

◆ Significant Value Creation

- Cost synergy estimate in excess of \$40 million by the third year
- Attractive upside from revenue synergies across organizations

◆ Strong Financial Characteristics

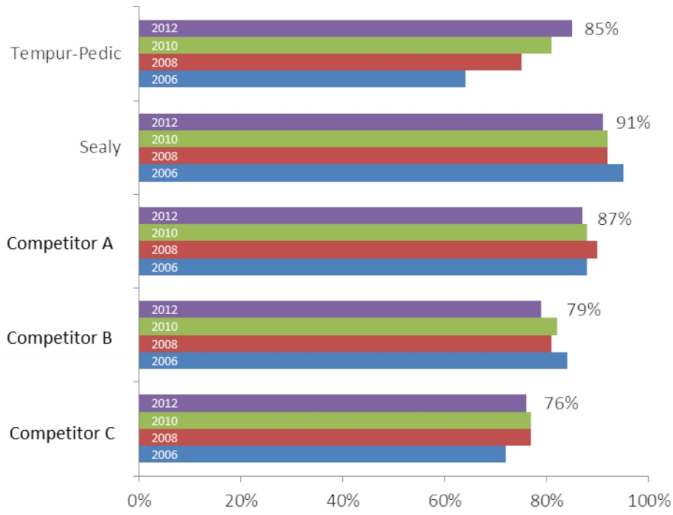
- Significant cash flow characteristics will enable rapid deleveraging
- Ability to invest in key growth areas



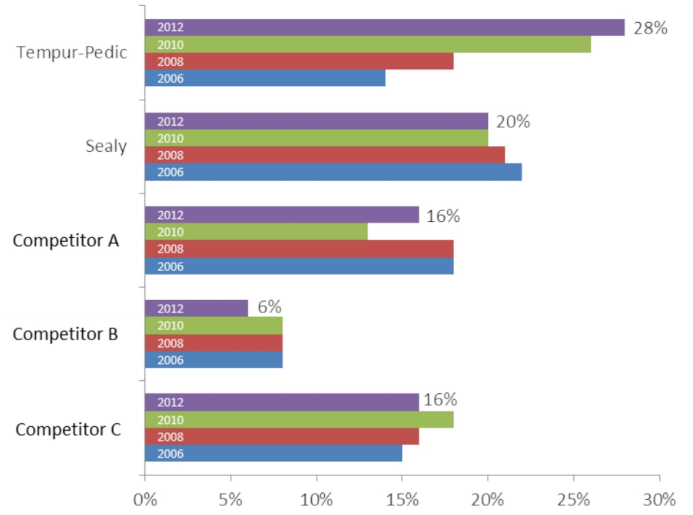
Comprehensive Portfolio of Iconic Brands

◆ Leading Brand Awareness with Highest Intent to Purchase

Total Brand Awareness



Future Purchase Interest



Source: 2012 Mattress Industry Consumer Research – U.S. Market

Range Of Products

Innerspring



Sealy

Sealy Posturepedic



Stearns & Foster



Hybrid



Sealy Posturepedic

Sealy Posturepedic



TEMPUR-Choice



Visco



TEMPUR-Cloud Luxe

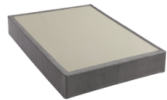
Optimum by Sealy Posturepedic



TEMPUR-Rhapsody Breeze



Foundations



Sealy Foundation



TEMPUR-Ergo Premier Adjustable Base

Pillows



TEMPUR-Neck Pillow



TEMPUR-Traditional Pillow

Accessories





The Campus Topper By Tempur-Pedic



TEMPUR Slippers

Mattress Segmentation

U.S. Mattress Brand Portfolio by Retail Price Points¹

 	\$2,499-\$7,999		\$1,399-\$4,499
	\$3,499-\$3,999		\$1,299-\$3,799
	\$1,999-\$4,999		\$599-\$1,799
	\$2,199-\$2,699		\$399-\$699
	\$1,399		

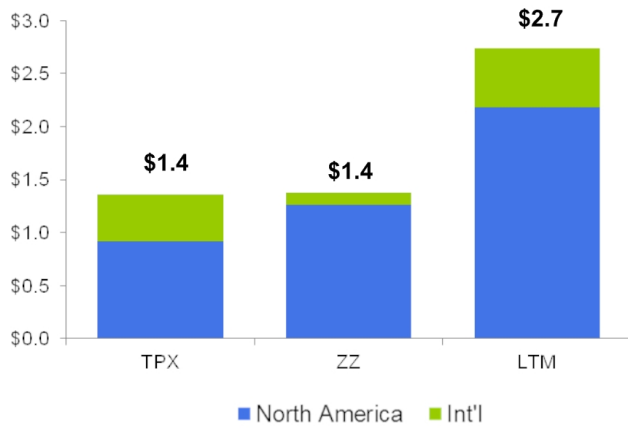
¹ Retail list price point for queen set.

Highly Complementary Global and Channel Footprint

Global Scale ¹

(\$ in billions)

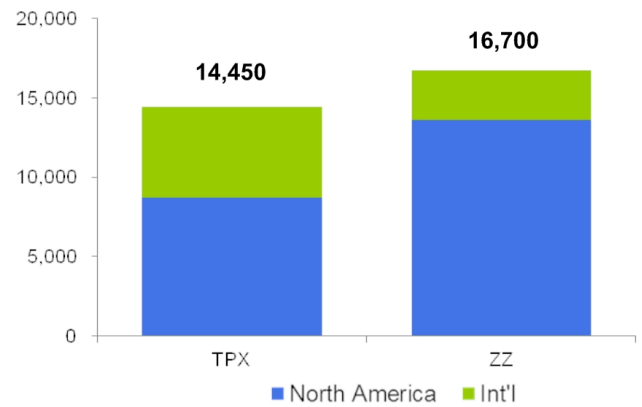
Last 12-Months Net Sales¹



- ◆ Broadens presence across price points and technologies
- ◆ World-class innovation capabilities
- ◆ Highly complementary geographic footprint

Broad Customer Base ²

Retail Doors



- ◆ Furniture and bedding retailers
- ◆ Department stores
- ◆ Warehouse / club stores
- ◆ Company-owned flagship stores
- ◆ Direct to consumer
- ◆ Hospitality

¹ Last 12-months ended March 31, 2013 for Tempur-Pedic and March 3, 2013 for Sealy (reflecting simple combination of both companies' results, without any Regulation S-X Article 11 adjustments).
² Management estimates.

Attractive Upside from Cost Synergies

Cost Synergies

\$15 Million Expected in 2013, In Excess of \$40 Million Expected By Third Year



Warehouse/Distribution

- ◆ Improved route efficiency
- ◆ Potential to integrate distribution
- ◆ Backhaul/returns

Sourcing/Manufacturing

- ◆ Raw materials
- ◆ Foundations
- ◆ Adjustable Bases
- ◆ Covers

Corporate Expenses

- ◆ Streamline corporate administration
- ◆ Professional fees
- ◆ Indirect sourcing

Note: Management estimates.

Attractive Upside from Revenue Synergies

Revenue Synergies

Brands / Technology

- ◆ Increased investment and innovation in Sealy and Tempur-Pedic brands
- ◆ Leverage collective IP and technology

Channels

- ◆ Leverage Sealy's competency in Club, Department Stores, and Hospitality
- ◆ Leverage Tempur's capabilities in Direct and eCommerce

Global Markets

- ◆ Utilize Tempur-Pedic's and Sealy's collective strengths in International markets

New Product Categories

- ◆ Leverage brand portfolio to expand into new categories (outside of mattresses)

Financial Overview

TEMPUR+SEALY

Use of Non-GAAP Financial Measures

Tempur Sealy International, Inc. (the "Company") has presented the following non-GAAP financial measures in this presentation: adjusted EBITDA of each of the Company (which only includes results for the legacy Tempur-Pedic business for the periods prior to March 18, 2013) and Sealy, and adjusted EBITDA of the combined company. The Company and Sealy each define its non-GAAP adjusted EBITDA to exclude the following: (1) interest expense, net; (2) provision for income taxes; and (3) depreciation and amortization expense. The Company and Sealy also exclude certain unusual items and other adjustments permitted in calculating its respective debt covenants in its debt agreements. The reconciliations of these historical non-GAAP measures to each of the Company's and Sealy's GAAP financial measures for the periods presented, are set forth on slide 16.

The Company believes that the use of these non-GAAP financial measures provides investors with additional useful information with respect to the impact of various costs associated with the acquisition of Sealy. A reconciliation of EBITDA and adjusted EBITDA to the Company's net income and a reconciliation of total debt to consolidated funded debt are provided in the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, which is available on the Company's website and on the SEC's website. The Company believes that the use of EBITDA, adjusted EBITDA and funded debt also provides investors with useful information with respect to the terms of the Company's new debt agreements and the Company's compliance with key financial covenants. Because not all companies use identical calculations, these presentations may not be comparable to other similarly titled measures of other companies.

Q1 2013 Summary Results

Commentary

Q1 2013 vs. Q1 2012

- ◆ Tempur-Pedic sales decreased in North America (16.0%) and increased 1.8% Internationally
- ◆ Introduced *Choice Collection*, as well as the new *Ergo Premier* adjustable base, a *Cloud Luxe Breeze* and the *Cloud Allura* at the January Vegas Bedding Show
 - ◆ Rollout of *Ergo Premier* adjustable base started late in 1st quarter, with bulk of floor models shipping during 2nd quarter
 - ◆ *Choice Collection* is initially comprised of 2 mattress models, priced at higher end of Company price range; started shipping in 2Q
 - ◆ Sealy also introduced its new *Sealy Posturepedic* line, as well as several new *Stearns & Foster* products
- ◆ Gross margin contraction was primarily due to product mix and increased promotions and discounts which were partially offset by lower commodity costs and positive geographic mix
- ◆ Lower operating income driven by reduced gross margin and deleverage of certain operating expenses related to lower sales

Financials

(\$ in millions)	03/31/2012	03/31/2013	% Δ
	Q1 2012	Q1 2013	
TPX North America	\$269	\$226	(16.0%)
TPX International	115	118	1.8%
Sealy ⁽¹⁾	--	47	--
Net Sales	\$384	\$390	1.5%
Gross Profit	206	188	(8.5%)
% Margin	53.6%	48.3%	
Adjusted EBITDA	\$99	\$77	(22.2%)
% Margin	25.7%	19.7%	
EBIT	\$86	\$44	(48.5%)
% Margin	22.4%	11.4%	
FCF ⁽²⁾	38	0	
Net Income	\$56	\$38⁽³⁾	(32.2%)

Source: Company filings.

(1) Represents Sealy operations from March 18, 2013 – March 31, 2013. 2012 periods do not include any Sealy results of operations.

(2) Free cash flow defined as operating cash flow minus capital expenditures.

(3) Reflects adjusted Net Income as provided in the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013.

Adjusted EBITDA Reconciliation

LTM Combined Adjusted EBITDA

(\$ in millions)

	Tempur-Pedic ¹	Sealy ¹	Combined ¹
Net income (loss)	63.1	(5.4)	57.7
Interest expense	42.6	89.5	132.1
Income taxes	99.7	(0.1)	99.6
Depreciation and amortization	43.6	27.5	71.1
EBITDA	\$249.0	\$111.5	\$360.5
Transaction costs	20.7	9.0	29.7
Integration costs	6.4	--	6.4
Inventory step-up	3.1	--	3.1
Refinancing charges	--	5.2	5.2
Non-cash compensation	--	7.1	7.1
Restructuring and impairment related charges	1.5	5.3	6.8
Discontinued operations	--	1.8	1.8
Other	--	4.1	4.1
Adjusted EBITDA	\$280.7	\$144.0	\$424.7

For more information regarding EBITDA and these adjustments please refer to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 (reflecting simple combination of both companies' results, without any Regulation S-X Article 11 adjustments).

¹ Last 12-months ended March 31, 2013 for Tempur-Pedic and March 3, 2013 for Sealy.